

THE ONLY MAGAZINE WITH FREE HARDCORE VIDEOS OF THE MODELS INSIDE

40+

10 HRS
OF HD
XXX FREE

BONUS 5
FREE XXX
MOVIES
INSIDE

FORMATTED FOR
YOUR iPhone, iPad
SMARTPHONES
PC / MAC



FLOWER



BARBARA



OLIVIA



ANITA
TAKES ON
TWO YOUNG
HUNG STUDS

LIZA
SEXES ON
THE SOFA

JORDAN
HER WET HOLES
ARE WAITING
TO GET PLUGGED

TACORI
SCREWS A
STRANGER'S
COCK AS HER
HUSBAND
WATCHES

A
DISPLAY UNTIL 1/19/15
ADULTS ONLY
© 02937 #61 2014 U.S. / CAN \$9.99

61



0 74470 02937 3

5 FREE MOVIES FEATURING OUR MODELS IN XXX ACTION

IT'S DISCREET, ANONYMOUS AND SECURE, AND IT'S EASY TO DO – GO TO WWW.5FREEDVD.COM.

ALL OUR XXX MOVIES HAVE BEEN FORMATTED FOR YOUR
PC, MAC, IPHONE, IPAD, SMARTPHONES & TABLETS.

GOT A FEW HOURS TO SPEND WITH US? ENJOY ALL
5 FREE XXX MOVIES BY USING THESE CODES:*

K51963089 FOR WILD MILFS
7J9963083 FOR BLACK DOLLS
7d5963073 FOR 18+
2F7963050 FOR 40+
U56963065 FOR 50+

*Each code valid for use one time only.
This month's codes expire 1/19/2015.
Codes are case sensitive.
Go to www.5freedvd.com
for more information.



NO CREDIT CARD NEEDED. USE ANY OF THE PROMO CODES LISTED ABOVE. EACH CODE VALID FOR ONE TIME USE ONLY.

EACH MONTH, EVERY ISSUE AND TITLE HAS NEW VIDEO PROMO CODES
FOR HOURS OF FREE XXX HARDCORE ACTION.

FROM THE PUBLISHERS OF 40+, 50+, 30+ MILF PRESENTS, NASTY HOUSEWIVES PRESENTS AND EROTIC FILM GUIDE PRESENTS.

40+

40+ #61 - 2014. Published every four weeks in the United States and Canada by Blair Publishing, Inc. Contents copyright 2014 by Blair Publishing, Inc., 10170 W. Tropicana Ave. #156-168 Las Vegas, NV 89147. All rights reserved. Contents may not be reprinted in whole or in part without the written permission of the publisher. The records required by Title 18, U.S. Code 2257 (a) through (c) and the pertinent regulations 28 C.F.R., Ch. 1, Part 75. 40+ magazine and all materials associated with such records are maintained by Blair Publishing, Inc. Director of Research and Custodian of Records, M. Stone, at 9516 W. Flamingo Rd., Ste. 300, Las Vegas, NV 89147 and are available for inspection and review by the Attorney General at reasonable times. Any similarity between people and places in this magazine and real people and places is purely coincidental. The words, descriptions, quotes and scenarios depicted and presented in the pictorials do not describe the models actual behavior, thoughts or conduct. Publisher disclaims all responsibility to return unsolicited graphic and editorial material, and all rights in portions published vest in publisher. Letters become the property of 40+ magazine or its editors are assumed to be intended for publication in whole or in part, and may therefore be used for such purposes. Editorial offices: Blair Publishing, Inc., 10170 W. Tropicana Ave. #156-168 Las Vegas, NV 89147. All models appearing in this magazine are 18 years of age or older. PRINTED IN CANADA. Reserva: 04-2004-09301022-0000-102. ISSN #1944-7205.

Publisher: Royce Martine
Editorial Director: James Fillmore
Art Director: Franklin Monroe
Senior Editor: Calvin Harding
Photography Editor: Millie Wilson

www.5FREEDVD.com

CUM ON.
WATCH US
IN HOT
HARDCORE
ACTION.

MORE THAN
TEN FREE
HOURS EVERY
MONTH!

40+



50+



18+



BLACK DOLLS

WILD MILFS



EACH MONTH, EVERY ISSUE AND TITLE HAS NEW VIDEO PROMO CODES FOR HOURS OF FREE XXX HARDCORE ACTION.

FROM THE PUBLISHERS OF 40+, 50+, 30+, MILF PRESENTS, NASTY HOUSEWIVES PRESENTS AND EROTIC FILM GUIDE PRESENTS

REINVENTED

*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

40+

NAME (print)

SIGNATURE

ADDRESS

CITY

STATE

ZIP CODE

POSTAL CODE

PAYMENT METHOD: CASH CHECK MASTERCARD VISA

Card Number

Expiry Date:

I am 18 years or older

40+ 6 MO: US \$25.00
12 MO: US \$45.00

PLEASE MAKE PAYABLE IN U.S FUNDS ONLY.

Send to: Blair Publishing, Inc.
10170 W. Tropicana Ave. #156-168
Las Vegas, NV 89147

Please allow 6-8 weeks for first issue. This offer is not available in Nevada. We accept check, money order, Visa & MasterCard. Credit Cards valid for U.S. residents only. Titles subject to change without notice.

BONUS 5 FREE XXX HD MOVIES INSIDE, FEATURING THE MODELS IN EACH ISSUE of your subscription.

Formatted for iPhone, iPad, PC, MAC, Smartphones. Stream instantly or download and keep!



40+





There's almost nothing that I won't do for the camera. And when I have a hard and willing partner, well, that makes for the best sex. And for me, the best sex should last all day and all night long. Don't you agree?

FLOWER
& SERGIO







TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!

• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.

World's Biggest







TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!

• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.



Flower Tucci

Sex is a ritual for me, like taking a shower or brushing my teeth. It's just a part of everyday life and I look forward to doing it every day. Oh, it doesn't have to be with the same guy or girl all the time, but it's got to be every day. It has improved my health and my outlook on life. I don't think I've had a bad fuck yet. I hope all of yours go well.

877-614-4XXX

Over 18 only.

4 9 9 9



FANTASIES FOR SALE

*I used to be a shy and innocent girl
who didn't even know the facts of life.
I got over that pretty quickly and now
I'm all about the fucks of life.*

EROTIC FILM GUIDE PRESENTS

NAME (print)

SIGNATURE

ADDRESS

CITY

STATE

ZIP CODE

COUNTRY

POSTAL CODE

PAYMENT METHOD: CASH CHECK MASTERCARD VISA

Card Number

Expiry Date:

I am 18 years or older

EROTIC FILM GUIDE PRESENTS

6 MO: US \$25.00 12 MO: US \$45.00

PLEASE MAKE PAYABLE IN U.S FUNDS ONLY.

Send to: Blair Publishing, Inc.
10170 W. Tropicana Ave. #156-168
Las Vegas, NV 89147

Please allow 6-8 weeks for first issue.

This offer is not available in Nevada.

We accept check, money order, Visa & MasterCard.
Credit Cards valid for U.S. residents only.
Titles subject to change without notice.

BONUS 5 FREE XXX HD MOVIES INSIDE, FEATURING THE MODELS IN EACH ISSUE of your subscription.

Formatted for iPhone, iPad, PC, MAC, Smartphones. Stream instantly or download and keep!



There aren't very many black men in the Czech Republic so when I met Brian and knew I had a chance to fuck him, I immediately said I would. I mean look at him, he's so handsome and has a nice big, thick, yummy cock.

BARBARA
&
BRIAN







TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.SFREEDVD.COM!

• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.









TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.SFREEDVD.COM!

• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.





Brian was so hot during our fuck. And the size of his cock, wow. There are longer and there are thicker, but he had the right combination of size and length. It fit my mouth, my pussy and my ass perfectly.

But what was really cool was the taste of his cum. It was sweet and thick, almost like a cum custard. Yummy, again.

877-999-9926

Over 18 only.

STOP STARING

*And go get your checkbook!
I have six cats, a mortgage, car
payments, credit card debt,
and a mother that likes to
play bingo every Thursday,
so I have to pose naked in
this magazine just so you
can get your rocks off looking
at my perky, delicious boobs.*

NAME (print)

SIGNATURE

ADDRESS

CITY

STATE ZIP CODE

COUNTRY POSTAL CODE

PAYMENT METHOD: CASH CHECK MASTERCARD VISA

Card Number

Expiry Date:

I am 18 years or older

30+ MILF PRESENTS

6 MO: US \$25.00 12 MO: US \$45.00

PLEASE MAKE PAYABLE IN U.S FUNDS ONLY.

Send to: Blair Publishing, Inc.

10170 W. Tropicana Ave. #156-168

Las Vegas, NV 89147

Please allow 6-8 weeks for first issue.

This offer is not available in Nevada.

We accept check, money order, Visa & MasterCard.

Credit Cards valid for U.S. residents only.

Titles subject to change without notice.

30+ MILF PRESENTS

BONUS 5 FREE XXX HD MOVIES INSIDE, FEATURING THE MODELS IN EACH ISSUE of your subscription.

Formatted for iPhone, iPad, PC, MAC, Smartphones. Stream instantly or download and keep!



A few years ago, I never would have thought that I'd be having a three-way with two men, let alone two as young and hung as these two. When I knew I wanted to do it, I practiced with a couple dildos. One in my pussy and one in my ass, and I liked it.

AnITA
+ TWO





TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!
• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**
YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.







WorldMags.net



TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!

- SECURE! • DISCREET! • NO E-MAIL REQUIRED!
- NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.









TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!

- SECURE! • DISCREET! • NO E-MAIL REQUIRED!
- NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.





First I started with smaller dildos and worked my way up to bigger ones, especially in my ass. I didn't know ho large the guys would be, but I wanted to be ready in case one was really big, so I stretched my tight little anus as much as I could stand. I do have to admit, that the real things were so much more fun than the plastic ones.

877-999-9928

Over 18 only.t

WorldMags.net



40+



40+ #59



40+: Mikayla, you obviously like sex?

Mikayla: Oh yes, yes I do. It's what we were put on this earth to do. To give ourselves and our bodies to others who share our dreams. Dreams are what you make of them. It is what brings imagination and reality together for the body and soul to enjoy. They define who you'll be. They define the human spirit.

LOVE IS REAL, ISN'T IT?

I'm writing to tell you guys that last night was our first night together and it was heaven. After months of phone calls, we finally got the opportunity to be together – and alone. I arrived first and almost went insane waiting for her to arrive. I waited in the hotel lobby for her cab, or should I say I *paced* the hotel lobby. Every car that pulled up, I was at the door looking for her. When she finally did arrive, my

heart stopped beating, my palms became sweaty and my mouth dropped to the floor. My body began to ache with desire and a tingle grew in my loins. I knew we would finally share each other's bodies like no two people have ever shared before.

On the way to our room, we talked and laughed and walked the hallway as if on air. The view from the room was beautiful but it mattered not. We spent a wonderful evening exploring each other. We had a very romantic dinner as we teased each other through it all. I never knew food could be so sensual. Then we explored each other's bodies even more until the early morning hours.

As I slowly wake up after only 2 hours sleep, my eyes adjust to the early morning sun that is streaming through the wide

windows. I can hear the sea washing onto the beach adjacent to our hotel. I watch her sleeping for a while, admiring her smooth skin, her breasts as they sit perfectly, rising and falling with every breath she took. Gazing down to her hips and pussy, I have to chuckle to myself at the tattoo on her hip. It is a red heart hidden in the leaves and petals of a rose. Bending down I lick the tattoo. Still asleep, she turns with her back to me.

Sweeping her hair to one side, I kiss the back of her neck; a small moan escapes her sleepy lips. As my lips kiss and gently bite her shoulders, which I know drives her crazy, I put my hands onto her nipples, and just let my fingers rest there. She pushes her soft ass cheeks into me and I hear her moan "mmmmmmmm." She lifts her leg slightly; her hand guides me to her sweet pussy pushing back against me. We hug slowly but deeply. I am still kissing her neck and shoulders, my palms remain on her hard nipples, as she tries to get me to rub them harder.

Her breathing increases as our pace increases. I whisper in her ear "I love you." With each loving stroke of her pussy, my feelings for her deepen as well. Her fingers are on her clit as I thrust my fingers in and out of her. I stop to allow her hand to squeeze my hand for a couple of seconds. "Please keep fucking me, baby." she whispers. I do as I am told.

Her hips push back hard, forcing my



fingers deeper into her. As her ass circles around my loins, her pussy starts to pulse around me. Herr moans become louder and so do mine.

Her fingers go back to her clit as her climax approaches. I feel her body shuddering and give in to rubbing her nipples harder. "Oh, do it harder, baby." she pleads. Her body goes rigid and she lets out a low moan, we cum together. I thrust in one last time and cum deep inside her. Her pussy pulses around my hand as it drenches me with her love juices.

Involuntarily, my arms hold her so close. I can't describe the feeling of euphoria that runs through me as I listen to her breathing, and the sound of the waves on the beach. I am in heaven with her – my love. I want it to last forever, but it cannot. We both have lives to get back to. Maybe someday, we will be together and this healing will continue forever. For now, I will enjoy all of her that I can.

— for Melinda from Steven

Ed – We received this letter as an email a few months ago and could not decide whether to run it or not. There was no name or signature on it. The cancellation on the envelope was from Loveland, OH. (really).

We passed it around the office a few times, having everyone read it. Some said it read like a wishful thinking. Others saw it as a mantra, while some others felt their own id and libido tested. So please read it with an open mind and let it speak to you.

I'M A BREASTS MAN

I love telling this to people, so I'm writing to you. My wife has the most perfectly beautiful breasts in the whole world. That's why I married her. They are big, but not too big, with perfectly round areolas that are three shades darker than her skin color. In the very center are her one-half inch long nipples that fit perfectly into my mouth.

With that said, let me tell you how I make love to them. Her nipples jump to attention as I slowly suck on them. My hands massage and cup her breasts and she'll begin to moan and purr. I work my way down to her tummy, but that is just a tease. I head back up to those luscious mounds and bury my face in them making soft motorboat sounds with my mouth and tongue. It tickles her and we laugh. Then I'll get on my knees and straddle her and she'll push her breasts together as my cock fucks her between them. She'll reach under me and play with my balls as her mouth sucks the tip of my cock. She'll work me until I cum and spurt on her breasts. I use her nipples as a bull's eye target – and score!

— Salvatore, Charlotte, NC

Dear editors,

Gotta love Ariella from your last issue (Ed. – 40+ #59). She is so hot that I burned my hand turning the page. But seriously, I love well-tanned women with big dark areolas and she fits the bill perfectly, let alone being so beautiful and sexual. But the bright spot, or should I say the dark spot, for me is her pubic hair. It's an interesting coif and it surprised me how much it turned me on. It was like a bull's eye. It leads the eye right to her clit and gives the tongue a spot to focus on.

— Douglas, Boise

IT'S OUR FIRST TIME-EVER



**SUPER VALUE
BUY ONE
GET ONE FREE**

*GET ACCESS TO 5 FREE XXX MOVIES!

GET PINCODES WITH EVERY PURCHASE
OF OUR DIGITAL MAGAZINES. THEN
ENTER PINCODES AT 5FREEDVD.COM
AND SIT BACK TO ENJOY ALL
THE HOT ACTION!

OUR ISSUES ARE NOW AVAILABLE
AS AN ONLINE DIGITAL MAGAZINE.
DOWNLOAD XXX ACTION ONTO YOUR
COMPUTER, SMARTPHONE OR MOBILE
DEVICE AT WWW.SKINMAGZ.COM/40

compatible with devices and operating systems



COMPUTER

iOS

HTML5

ANDROID

RIM

WorldMags.net



COULD IT BE HER?

I'm not writing for advice or anything, but when your magazine showed up at my house last week, I just had to. My husband brought your magazine home. Actually, he brought home less than half of it. He showed me what he had and insisted that the cover model, Mikayla, was his old college sweetheart except that she had short back then. He said it was more than twenty years ago that they split. They were in their early twenties and she moved to NYC while he stayed here in Houston.

He said a co-worker had the issue and my husband ripped out the pages of her so he could look at them more closely. He said he looked at the photos for a while and could not determine if it was her. We talked about it at dinner that night and I got curious too, especially when he said she was quite conservative and didn't think she could ever pose nude, let alone have pictures of her having sex in a men's magazine or videos.

I'm writing to ask if the other letter I've enclosed can be forwarded to her? You may read it since it's not sealed, if you wish. If not, then could our name and phone number be forwarded to her? My husband said you're not allowed to forward mail. We'll just hope that she'll get in touch with us. While I'm not that keen on bringing her back into his or our life, I am also curious if it could be her after hearing about her for twenty years.

Thanking you in advance for your consideration and assistance.

— *Tina, Houston*



CAN I JOIN IN?

I've never written to a magazine before but when I saw the girl-on-girl photos of Britney and Sara, I creamed my pants after only three pages. What a couple of hotties they are. They're like a super-models with better assets, and it looks like they really are into each other. I really dig how they sixty-nine each other, and then when they lick each other in those upside-down poses, I can see both of their pussies. I can just see my finger probing inside their pussies while my tongue licks them. Yummy. Their poses are so hot and inviting that I can see myself kneeling in front of them with my big rocket aimed at their pink targets.

Then I'd grab their ankles and hold their legs back and pound it inside each one of them. Then I'd push their ankles down next to their ears and then pull them wide as I thrust and pump them all day long. Then I would cum all over their bald pussies. Damn, now I have to get a tissue and clean off the page.

— *Allan, Memphis*

Dear 40+,

I love watching lesbians fuck each other. I don't know why more ladies don't do it. Especially if they even think they may be bisexual. If I was female, I'd love to have my pussy licked by another woman. I like a woman licking me as a man!

— *Georges, NYC*

If you have something interesting to share, then go write ahead. Send your letters to the Editor, Blair Publishing, Inc., 10170 W. Tropicana Ave. #156-168, Las Vegas, NV 89147. All submissions become the property of Blair Publishing, Inc., and up to our discretion to publish them — or not. Either way, we enjoy reading them all.



JORDAN & SISCHIA

I used to be a nerdy nerd in high school, but when I went to college, I broke out of that mold and into a more confident one. But I was still shy, sexually. It was on my 40th birthday when one of my girlfriends set me up an a date with this incredibly sexy guy, did I really break out.



TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!

- SECURE! • DISCREET! • NO E-MAIL REQUIRED!
- NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.

WorldMags.net



WorldMags.net







Jordan James

WorldMags.net





TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM
• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**
YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.





That guy did all sorts of things to me that I had not felt before, and I did them back to him, things I had never done before. They weren't freaky things, but things I hadn't done before. Like he licked my ass and I was amazed at how nice it felt. And I managed to deep-throat him, something I had not done before. And I liked it all!

888-833-5878

Over 18 only





TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!

• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.

YES, I'M HOT.

I'm also sassy,
a sweetheart,
opinionated,
a bitch,
your lover,
and your
very worst
nightmare.
I'm your
ex.....
asshole.

NASTY HOUSEWIVES PRESENTS

BONUS 5 FREE XXX HD MOVIES INSIDE, FEATURING THE MODELS IN EACH ISSUE of your subscription.
Formatted for iPhone, iPad, PC, MAC, Smartphones. Stream instantly or download and keep!

NAME (print)

SIGNATURE

ADDRESS

CITY

STATE

ZIP CODE

COUNTRY

POSTAL CODE

PAYMENT METHOD: CASH CHECK MASTERCARD VISA

Card Number

Expiry Date:

I am 18 years or older

NASTY HOUSEWIVES PRESENTS

6 MO: US \$25.00 12 MO: US \$45.00

PLEASE MAKE PAYABLE IN U.S FUNDS ONLY.

Send to: Blair Publishing, Inc.
10170 W. Tropicana Ave. #156-168
Las Vegas, NV 89147

Please allow 6-8 weeks for first issue.

This offer is not available in Nevada.

We accept check, money order, Visa & MasterCard.

Credit Cards valid for U.S. residents only.

Titles subject to change without notice.



A co-worker invited me to his summer home for the weekend but I told him it was to be purely platonic. That is until I got there and saw his friend who he had also invited. It took us less than a few hours to get it on.

LIZA
& JOEL





TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!
• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.





Liza
Pink











The only stipulation
was that my friend
could watch. Now that
was pretty unusual for
me, but I decided that
was okay. It actually
made me hotter and
the sex hotter to know
someone was watch-
ing. I think I gave my
best blow job, ever!

888-848-7855

Over 18 only.

my man, my other man, and my husband

Living with Ryan, I found that we really were in love and got married after two years of living together. I ran a gift shoppe (yes - shoppe) while Ryan was an advertising brand manager for a large agency. His job kept him very busy and he was on the road for at least a week or two each month. We live in Orlando and while it's a good size city, we feel like we know pretty much everyone in it.

As Ryan and I talked over the months, I learned that we each had a number of sexual partners. My first was at the age of eighteen with another student at my first year in college. We shacked up for a whole weekend, and back then, that was pretty adventurous for me. Since then, I've been attracted to many different types of men, and even sampled a woman or two. While I find women attractive and good lovers, there's just something about a man and a hard fleshy, cock that drives me wild. For the past three years, a man from up the street has been coming into my shop pretty regularly. First I thought he was a competitor with his own shop, but found out, as we talked one Sunday morning, that he was a buyer for a department store who wanted to keep current on the gift merchandise that was floating around the region.

He was quite handsome and in great shape for his 44 years. His name was Kurt and I found myself checking him out more and more. I would tell Ryan when Kurt would stop in the shop. One morning before going to work, Ryan says to me, "I think you're attracted to Kurt, aren't you?" I never lied to Ryan before because I loved him too much and he's given me a great life. "I guess I've talked too much about him and maybe you think so. But I do admit that I find him to be quite attractive." I said.

We talked some more, touching hands and caressing cheeks. Even though Ryan and I didn't have an open marriage, we had tried swapping with a couple in the town where we previously lived. We even went to strip clubs where I would buy lap dances for my man. That was all great fun, but we've settled down into a more mundane existence that we both acknowledge. Unfortunately, our lives and careers do keep us in that "rut." Looking at me over his coffee cup, Ryan says that he doesn't mind if I see him, but with a few conditions. The first was that we were very discreet about it. No screwing around in the shop or even in town, and do not to bring another man into our

house without his knowing about it. I was very surprised as to what I was hearing from Ryan, but I was getting very excited inside. I got to the shop a little late that morning and anxiously waited for Kurt to stop by. The afternoon drifted by and no Kurt. But as I was closing, I see his convertible pulling into the parking lot and the door slam as he got out.

"I was hoping to catch you. I found a great shop in St. Cloud that I thought might be worth checking out and I thought you might be interested." he said. We made small talk until I got up the nerve to tell him about my conversation with Ryan. He didn't have much to say. It was a surprise to him too, but before we left, he told me that he'd love to take me up on it. That he kept coming back to my shop because he wanted to see me, too. We agreed to meet on Tuesday night since Ryan was to be out of town for the week.

That Tuesday I rushed home, cleaned up and made myself smell good, too. It was the middle of August and very warm and humid so I was able to get away with a thin summer dress with just my panties and bra underneath. "I hope everything turns out well for you tonight." Ryan said as we spoke on the phone. I smiled and gave him a big air kiss through the phone as I headed off to meet Kurt.

We get to the shop in St. Cloud and looked around. I told him I knew of this shop and had been here a couple years ago. He mentioned that they seemed to have grown quite a bit in the last year. After we looked around and bought some small tchotchkies just to make our trip legit, we got into Kurt's huge Escalade and he drove us to somewhere he had already planned. So on the way back to Orlando, we stopped in Kissimmee and he pulled into this beautiful tropical park. He pulled out a bottle of wine and some fruit and cheese stashed in a cooler and asked if I would join him in the back. The back seat of the SUV was huge, like a black living room sofa.

We sat on the big back seat and right away Kurt started caressing my breasts as we kissed. My nipples were already erect and I felt my pussy getting moist as he worked his fingers around my nipples. Kurt soon had my dress unbuttoned and was slipping my bra straps down to kiss and caress my breasts. I quickly threw off the dress, then took off my bra. I lay back in just my sheer lace panties as

he worked his way down to remove them.

As he sucked on my nipples, I felt myself becoming wet. He kissed his way down my body, pulling my panties down as he got there then he kissed the lips of my pussy. I love having my pussy licked and Kurt knew just what he was doing as he tongue-fucked me. I came immediately. I felt for Kurt's cock, undoing his belt and his pants, pulling them and his boxers down. His cock sprang out. I bent down and kissed it, then took it in my mouth and sucked. In between sucks, I used my hands to stroke and squeeze it at the same time. After several minutes we stopped to reposition ourselves. He moved over me and I felt the big head of his cock between my open pussy lips. Then he pushed gently and guided it into me. He eased it in as far as it would go. I grabbed him and pulled his hips hard into me so I could feel him all the way in.

on the seat-back. I murmured and groaned into his ear as we fucked hard for more than thirty minutes. The car windows were so fogged up, beads started running down from all the moisture we had built up. Kurt finally came. "I'm coming, I'm coming!" as I felt his cock give one last mighty thrust. I fell over on top of him playing with his balls for that final release. We gathered up our clothes and ourselves and he drove me back to my car at my shop in Orlando. Sitting in the parking lot, he asked if he could see me again. I said I would like that and invited him into my store to make the next arrangement.

I got home after midnight that night and found Ryan in the living room waiting for me like a doting parent. Apparently he had come home early from his trip to Miami. "I trust your evening went well?" he quizzes. "Yes, it did." I replied. As I took off my dress I was naked underneath.

I had not put my bra and panties back on. I sat on the sofa next to him and took the book from his lap. As I lifted it, I could see that he had a major erection under it. I grabbed his cock and slowly started stroking it. I whispered the events of the evening in his ear and could feel him getting even harder. While I was describing my initial blow job, Ryan pulls me on top of him and in one swift motion I mount him and he jams his throbbing cock inside my ass. I squeal and let him have his way. He deserved it.

I enjoyed both Kurt and Ryan for several months before Kurt left for Texas to take care of his ailing mother. Ryan sensed that my mood had changed and I was sad almost every day. He asked if a new car would cheer me up and I said that it didn't matter to me. After some coaxing, he convinced me and we drove to the local BMW dealer. Ryan was a man

of his word, and after a few hours we had secured me a new car and I was smiling again. Ryan went out to his car to get his checkbook for the down payment and I was alone with the salesman. He was a young, preppy looking kid. Kai was probably 28 years old and let slip that his dad owned the dealership. We flirted innocently until Ryan came back. Signed and sealed, I left in my new car and took in the smell of it all the way home. It made me excited and my mind drifted back to the young salesman.

When we got home I thanked Ryan with a wonderful supper and drew him a warm bath. I got in with him and we had a great time. I told him about my flirtatious few minutes with the car salesman and he told me that if I wanted him and it would make me feel better, then go ahead and connect with him.

A couple weeks go by and I was busy with my shop. Driv-



After many minutes, I moved and he slipped out, but that just gave me the opportunity to grab his organ and pull it into my mouth. I began to suck and lick him. I pulled his legs out and forced him on his back on the seat. I now had direct access to his balls and started licking them. I rolled them around using my tongue and he gave out a loud squeal. I kissed the area below his balls while stroking his cock with both hands. He bent his legs back and grabbed them behind the knees pulling his butt more into the air. Taking his cue, I licked around his butthole making it pulse. I played around there for a few minutes as we fixed eyes on each other. Working my way back past his balls back to his throbbing cock, I stuffed it down my throat.

After ten minutes of my superb cock-sucking, he pulls my head off, sits up a little and pulls my hips so I would sit on him. Once again his hard cock slides inside of my pussy. I rode him like a cowboy rides a bronco bracing myself

ing home one night a large rock from a cargo truck ahead of me hit and cracked my windshield. When I got home I called the dealership and they told me to bring it in the morning. Next day, I'm there bright and early at 7 o'clock. I'm sitting in the service lounge when Kai walks in to go to his desk. "Well good morning. How nice to see you here. I hope everything is okay." he says. I told him a rock cracked my windshield. He said he was sorry to hear that and offered me some coffee. I told him I'd just wait in the lounge. He insisted I stay there with him since Tuesday was a slow day. I agreed and we talked for an hour or so while he answered some calls and dealt with the dealership's business.

He offers to refill my cup but I told him I had plenty already this morning. Then suddenly, in the next moment he sits on the sofa next to me and starts to kiss me passionately. I was quite surprised but did not push him away. He noticed and went to close his office blinds. I stood up and he came to me, kissing me again. He pushed himself into me and I could feel his hard-on pressing against my mound. He unbuttoned my blouse and pulled my bra straps down over my shoulders kissing my breasts and sucking my nipples. Aroused, I felt for his cock. He took it as the signal to go further, he put his hands up under my skirt and pulled my panties down. As he was feeling my pussy, I pulled his trousers and boxers down and his cock sprung out. He soon had me bent over his desk and pushing it into me. I let him fuck me, even kissed him while he was doing it. I quite enjoyed myself. He came quickly, pulling out just in time and spewing it on my ass cheeks. He got some tissue and cleaned me up. He zipped himself up and sat back behind his desk. We sat awkwardly for a moment and then he asked if he could see me again, and would my husband know? I took a moment to explain my arrangement with Ryan, and Kai was all smiles.

We decided to meet on Thursdays, his day off, at his apartment in the burbs. This took me out of town, but let me enjoy driving my new car. When I got home, I told Ryan of my little escapade and he seemed quite amused. "So you found a new one? I had an inkling that it might be this guy." he said. I told him I hadn't expected it but it was convenient and I found Kai to be quite a nice guy. Young, but nice.

Next Thursday, I was at Kai's apartment at our appointed hour. He was clean and had spruced up his pad. He had a light lunch prepared for us and we spoke for a while before I stood him up. He surrendered as I pulled his pants down and went to my knees. He pulled my top off and

my boobs rubbed his legs as I began to suck his cock. He let out a moan as I swallowed all of his eight inches down my throat. I pulled it out, grabbed my boobs and wrapped his cock in them and let him titty fuck my boobs. Then I stood up, grabbed his cock and led him over to the sofa by it. I pushed him down on it and bent over, ass in the air, and started sucking him again. He grabbed my swinging boobs and pinched the nipples. I gave out a little moan and lightly bit the tip of his cock in fun retaliation.

We switched positions and he laid me out on the couch. He gave my hot pussy a rub and spread my lips as he slid his tongue into me. He seemed a bit inexperienced at pussy-licking so I grabbed his head and pulled it in towards my pussy. His fervor increased as I moaned louder to egg him on. Coming up for air, I could see my pussy juices all over his lips and chin. Changing positions, I guided his rigid cock into me. I pressed against him until his cock popped



into me. I pushed inward meeting his thrusts. He grabbed my thighs and thrust hard into me until I screamed with delight. He then began to mercilessly pound deeper inside me. He slowed down and pulled his cock out and pulled me up onto my hands and knees. He pumped me slowly until his cock was all the way in and his balls rested on my pussy. He grinded his hips into me and I felt myself cumming. I moaned and felt him begin to do the same. He let loose a huge load inside me and let out a sigh of relief as he collapsed on top of me.

On the way home I thought about Ryan and his huge cock. Oh, Kai was fine, but now I appreciate Ryan's love, maturity and willingness to please me – and allow me to be pleased. Of course, having a new lover meant that our incredible sexual bouts afterwards gave Ryan and me great enjoyment.

Talk to hot-blooded latinas



*"I can't wait to show you how wet and horny I am.
Call me now! I can't wait"*

1-877-523-7792

I WILL ROCK YOUR COCK!



Let me show you what it's like with a REAL woman!

1-877-614-4XXX
7 5 2 9

LET'S GET TOGETHER, NOW
1-800-595-5636
only \$1.99/min.

CUM ON MY LONG SEXY LEGS



1-888 366-5362



raw and uncensored

1-877-999-9926

Want to fuck me in my tight little ass?

HARDCORE TALK ONE-ON-ONE **MOST MAJOR CREDIT CARDS ACCEPTED** **\$3.99 PER MINUTE** **ADULTS OVER 18 ONLY**



I just started doing sex movies a few years ago. The first was a private one I made for my husband's fortieth birthday. When we watched it together, it was a real turn on and we've been making them ever since. Fortunately, I'm my own worst critic.

**OLIVIA
&
DIEZEL**







TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!
• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.

World of Sex



TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM
• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**
YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.

Olivia Saint

By that I mean I practiced even harder at the things I thought weren't good enough. Like running my tongue up and down his cock shaft. I also practiced how my tongue worked his cock. Before the videos, I didn't use my tongue at all when his cock was in my mouth. Now I can do tricks with it and even lick his balls with it in my mouth.

Cool, huh!

888-892-6821

Over 18 to call.







**TACORI
& RAMON**

I have to admit that my marriage of almost twenty years has gone stale. After talking with my husband, we decided that I could fuck another man, but only if I did the same stuff to him afterwards. I agreed and it's turned out to be the best.





TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.SFREEDVD.COM!

• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.



*Tacori
Blue*





TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!

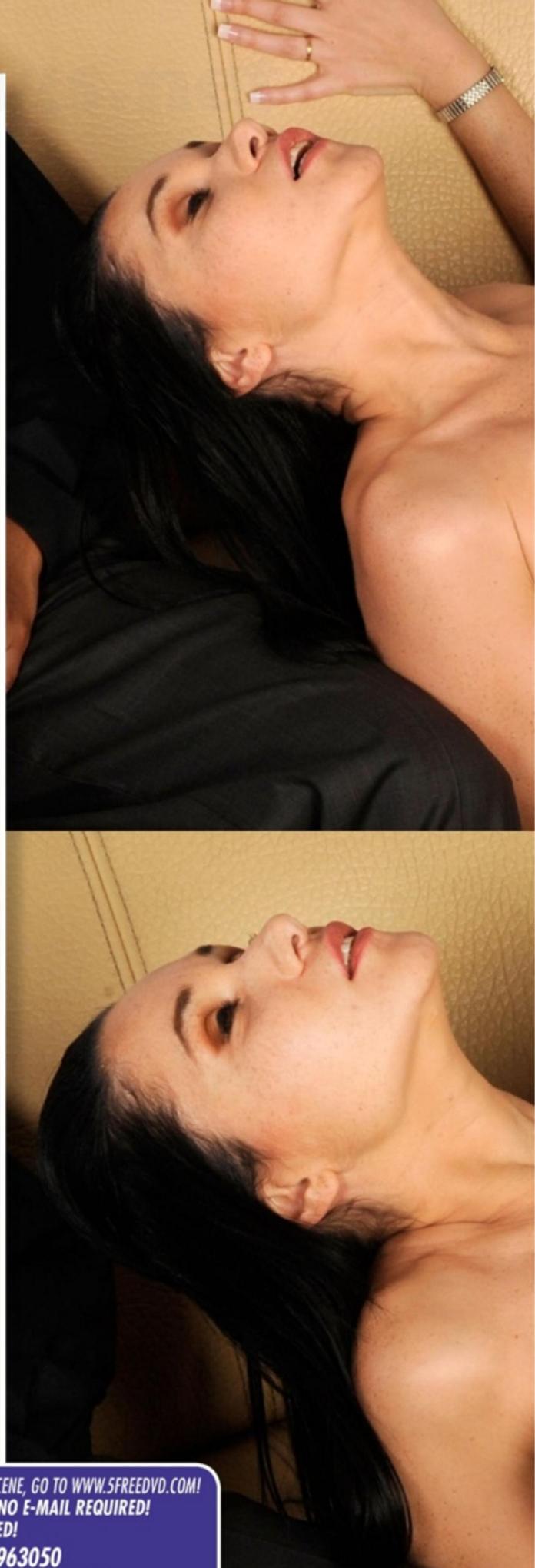
• SECURE! • DISCREET! • NO E-MAIL REQUIRED!

• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**

YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.





I really enjoyed a new cock and new approach to fucking. And knowing my husband was only a few feet away was an even bigger turn on. After the fuck, I smothered my old man in sex like he had never had before, or at least in the last twenty years. I asked if I could do it again and he whole-heartedly agreed.

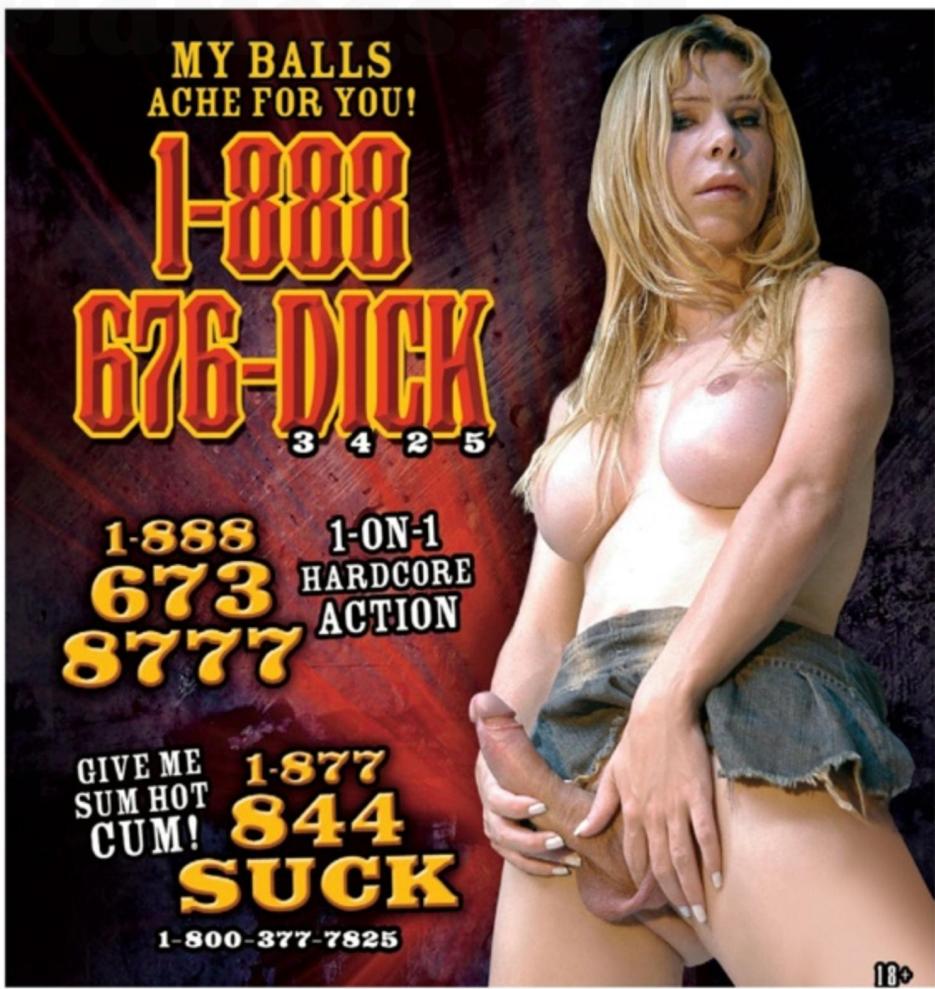
888-967-5683
Over 18 only.

TO GET THE HD VIDEO OF THIS SCENE, GO TO WWW.5FREEDVD.COM!
• SECURE! • DISCREET! • NO E-MAIL REQUIRED!
• NO CREDIT CARD REQUIRED!

SIMPLY ENTER THIS CODE: **2F7963050**
YOU CAN STREAM INSTANTLY OR DOWNLOAD AND KEEP IT.

Visit www.5freedvd.com







www.1800jackoff.com

1-800-

**JACK
OFF**

5 2 2 5
6 3 3 3

Experience matters...
Can you keep... UP?

1-888-909-MILF

6 4 5 3

Take your medicine like a man
then use my meat pole!

1 888 888
TSTV
8 7 8 8

Cum fuck this now!

1-800-800-FUCK
3 8 2 5

18+ Adults Only

Most major credit cards accepted/check by phone/ home phone/cell phone. \$1.98 to \$3.98 per/min. + a tiny \$2.98 connect fee.

CREATIVE FANTASIES



I Want To Make You Cum! Let's Do It Together

I'M WET & READY NOW-
Paris

1ON1
PARTY LINES
RECORDINGS
ROOMMATES

1-800-990-0004
AS LOW AS \$1.65 PER MINUTE
1-800-990-0005
\$49.95 FOR FULL 1/2 HOUR

MC-Visa-AMEX-Discover-Checks

Have you CALLED GRANDMA Today?



LIVE HOME
\$10
1-888-2-OLDER69

OVER FORTY
\$10
1-888-OLDER69



1-800 607-4-HER 4 3 7

THIS MOM AIN'T A COUGAR SHE'S A TIGER!



LEARN FROM THE BEST!

Jerk off with my panty hose and cum on my thighs!

Just Call **1-888 664 LEGS**

Rub Your Cock on My Long Legs Before You Slam it in Me!



1-888 596 LONG 5 6 6 4

NAUGHTY NEIGHBORS
1.888.313 4321
Sweet Hot Bodies!

MY BALLS ACHE FOR YOU!

1-888 676-DICK 3 4 2 5

1-888 673 8777 1-ON-1 HARDCORE ACTION

GIVE ME SUM HOT CUM! **1-877 844 SUCK**
1-800-377-7825





ONE PAIR OF HORNY MOTHERS
sucking our way through **YOUR neighborhood!**

1-800 915 4-ORGY
(1-800-915-4674)

TSTV SPECIAL
1-888-676-DICK

ADULTS ONLY

LEG FETISH
Nylons, Stockings Foot & Toe

1-877 995 KINK
5 4 6 5



18+



SUBMISSIVE SLUTS
1-888-675 6969

HARDCORE DOMINATION
1-888-202 2238

HOT AND HORNY GIRLS
1-888-948 9444

18+

18+

MATURE BANG
Experienced and Aged to Perfection

\$10 BUCK FUCK

1-800-321-4541



Just one taste & you'll be hooked!
18+ ONLY

1-888-690 LICK
5 4 2 5

ALL YOU NEED IS
1-888-967 LOVE
5 6 8 3

(1-888-967-5683)



MOMMY NEEDS YOUR COCK!

1-888 666 LOLA
5 6 5 2

HOT & BORED!

18+



HUBBY'S AWAY AND I'M BORED

Love to Suck & Fuck!

1-888-967 LOVE
5 6 8 3

1-888 826-KISS
5 4 7

CALL ME!

18+

1-800-669-DICK

3 4 2 5

Kinky sluts with
a kinky surprise

1-800
TS-SLUTS
8 7 7 5 8 8 7

Naughty men wanted
for meat sampling

*\$2.98-\$3.98
per min.

1-888
888-TSTV
8 7 8 8

***ONLY**
\$2.98
per min.

We'll give you our special rubdown at...

1-800-800-6969

Most major credit cards accepted & Check by Phone. *Plus a small \$2.98 connection fee.

ADULTS 18+ ONLY

MATURE Fuck BUDDIES

• Grannies
• Mature Sluts
• Older Women
• No Taboos

1-888-474-FUCK

3 8 2 5

\$2.00 per min. ~ 10 Minute min.

18+, Checks, VISA, MASTERCARD, AMEX, DISCOVER, also Canada

18+

MATURE BANG

Experienced and Aged to Perfection

\$10 BUCK FUCK

1-800-321-4541

Have you CALLED GRANDMA Today?

LIVE 101 \$10

1-888-2-OLDER69

ONE PAIR OF HORNY MOTHERS

sucking our way through YOUR neighborhood!

1-800-915-4-ORGY

(1-800-915-4674)

TSTV SPECIAL

1-888-676-DICK

3 4 2 5

ADULTS ONLY

CUMMING SOON
...FOR YOU!

ADULTS ONLY

"I've had 99 cocks inside me over the past 20 years. I want YOU to be my 100th!"

CALL NOW: 1-800-607-4HER

4 3 7

ALL NEW TSTV SUCKLINE

1-888-393-ORAL

6 7 2 5

ADULTS ONLY

PURE FILTH MILF

1-888-666-LOLA

5 6 5

Get on the floor
and lick my

1-888-664-LEGS

(1-888-664-5347)

NASTY & HORNY SLUTS
ONLY

LIVE ONE-ON-ONE

89¢ PER MIN

1-800-TO-WHORE

8 6 9 4 6 7 3

Credit card / adults 18+ only

ALL LINKS ARE SINGLY ADULT IN NATURE

THE OLD ONES

GRAB A GRANNY AND GET SOME EXPERIENCE!

1-888-712-1661

1-ON-1

MAUREEN LOVES TO SUCK & FCK
call 1-800 BUY ORAL

1-800-830-6725

ARE ALWAYS THE BEST



Make me your dirty little..

1-800-

669-SLUT

I'll be waiting for your thrust

7 5 8 8



Gimme some of that young meat

1-888-909-MILF

6 4 5 3

BLACK

I'm gonna ride you

BABES

til you explode

1-800-

Dark-Twat

3

2

7

5

8

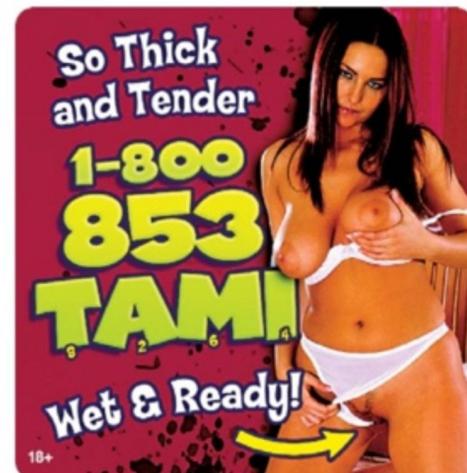
9

2

Most major credit cards accepted & Check by phone.

\$2.98 /min. plus a small \$2.98 connect fee.

Adults 18+ only





I HAVE A LOT MORE TO SHOW YOU!

*Subscribe now and see it all
for 50% off the newsstand price!*



40+

This is the magazine that brings you hot women in the prime of their sex lives. These are the women who now want to have it all for themselves.



50+

Don't let their age fool you. It's good to be hot and horny at 50. These sexy seniors steam up the pages with their hot, unabashed eroticism and sensuality.



EROTIC FILM GUIDE PRESENTS

Your choice of super-sexy and super-slutty leggy wives that will rock you. Or when it's a hot butt you're after, just make a late night booty call.



30+ MILF PRESENTS

The hottest MILFs on the planet show you why they are the most sought-after love bunnies. They have done it all and now they are ready to do you, too.

NASTY HOUSEWIVES PRESENTS

When the cat's away, the bad girls come out to play. Meet some of the nastiest and wildest women who want to fuck you with no holes barred!



BONUS 5 FREE XXX HD MOVIES INSIDE, FEATURING THE MODELS IN EACH ISSUE OF YOUR SUBSCRIPTION.

*Formatted for iPhone, iPad, PC, MAC, Smartphones.
Stream instantly or download and keep!*

ORDER ALL FIVE TITLES AND GET ONE FREE

ORDER 6 ISSUES OF EACH, NORMALLY \$125.00, NOW ONLY \$100.00 • ORDER 12 ISSUES OF EACH, NORMALLY \$225.00, NOW ONLY \$180.00

40+ 6 MO: US \$25.00 12 MO: US \$45.00

Name (print) _____

50+ 6 MO: US \$25.00 12 MO: US \$45.00

Signature _____ I am 18 years or older

30+ MILF 6 MO: US \$25.00 12 MO: US \$45.00

Address _____

N.H.W. 6 MO: US \$25.00 12 MO: US \$45.00

City _____ State _____ Zip Code _____

E.F.G. 6 MO: US \$25.00 12 MO: US \$45.00

PAYMENT METHOD: CASH CHECK MONEY ORDER - Please make payable to Blair Publishing, Inc. in U.S. funds

YES, I WANT 6 ISSUES OF EACH, NORMALLY \$125.00, NOW ONLY \$100.00

MC VISA Card Number _____ Exp. Date: _____

YES, I WANT 12 ISSUES OF EACH, NORMALLY \$225.00, NOW ONLY \$180.00

Send to: Blair Publishing, Inc., 10170 W. Tropicana Ave. #156-168, Las Vegas, NV 89147

For all our customers outside the U.S., please check out
our hardcore digital editions on www.skinmagz.com/40.

Please allow 6-8 weeks for first issue. This offer is not available in Nevada. We accept check, money order, Visa & MasterCard. Credit Cards valid for U.S. residents only.

5 FREE MOVIES FEATURING OUR MODELS IN XXX ACTION

WHAT ARE YOU DOING FOR THE NEXT FEW HOURS? ENJOY **FREE XXX MOVIES** ON US BY USING THESE PIN CODES.*

*Each code valid for use one time only. Codes are case sensitive.
This month's codes valid until 1/19/2015.
Go to www.5freedvd.com for more information.

K51963089 FOR WILD MILFS
7J9963083 FOR BLACK DOLLS
7d5963073 FOR 18+
2F7963050 FOR 40+
U56963065 FOR 50+

IT'S DISCREET, ANONYMOUS AND SECURE, AND IT'S EASY TO DO. GO TO WWW.5FREEDVD.COM.

CUM SEE US IN XXX ACTION.
ALL OUR MOVIES HAVE BEEN
FORMATTED FOR YOUR PC, MAC,
IPHONE, IPAD, TABLETS,
AND SMARTPHONES.

BP

THIS FREE DVD DOWNLOAD OFFER
IS BROUGHT TO YOU BY THE PUBLISHERS
40+ plus 50+ EFG presents 30+
Nasty Housewives present

Watch video of our models in the upcoming issue, grab the latest copy or subscribe today!

HOME YOUR FREE MOVIE
ENTER PIN CODE & HERE
TERMS & CONDITIONS | 2237 COMPLIANCE | 20% OFF NEWSSTAND PRICE

www.5FREEDVD.com

NO CREDIT CARD IS NEEDED. USE ANY OF THE PROMO CODES LISTED ABOVE. EACH CODE VALID FOR ONE TIME USE ONLY.
EACH MONTH, EVERY ISSUE AND TITLE HAS NEW VIDEO PROMO CODES FOR HOURS OF FREE XXX HARDCORE ACTION.

FROM THE PUBLISHERS OF 40+, 50+, 30+ MILF PRESENTS, NASTY HOUSEWIVES PRESENTS AND EROTIC FILM GUIDE PRESENTS.

**SEX SHOULD TAKE
YOU PLACES YOU
NEVER THOUGHT
YOU COULD GO.
SO CAN I!**

CALL ME NOW!

1-888-666-LOLA

1-888-666-5652

1-888-848-TITS

1-888-848-7855

1-888-833-LUST

1-888-833-5878

1-888-220-4ASS

1-888-220-4277

1-800-587-LACE

1-800-587-5223



ADULTS ONLY 18+

WorldMast